

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

EXTENDED STAY, INC. *et al.*,

Debtors.

FINBARR O’CONNOR, as Successor Trustee for and
on behalf of the EXTENDED STAY LITIGATION
TRUST, and

THE EXTENDED STAY LITIGATION TRUST,

Plaintiffs,

v.

DL-DW Holdings, L.L.C., *et al.*,

Defendants.

Chapter 11

Case No. 09-13764 (RG)

(Jointly Administered)

Adv. Proc. No.: 11-02254 (RG)

**REPLY DECLARATION OF DAVID ELBAUM
IN FURTHER SUPPORT OF THE HVM DEFENDANTS’
MOTION TO DISMISS THE AMENDED COMPLAINT**

I, DAVID ELBAUM, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am a partner in the law firm of Brune & Richard LLP, attorneys for Defendants Gary DeLapp, Dae Hum (“David”) Kim and F. Joseph Rogers (the “HVM Defendants”), and am admitted to appear in this Court. I submit this reply declaration in further support of the HVM Defendants’ Motion to Dismiss the Amended Complaint. This declaration is based on my personal knowledge and a review of the files of my firm.

2. Attached as Exhibit 1 is a true and correct copy of excerpts from the Order Confirming Debtors’ Fifth Amended Joint Plan of Reorganization under Chapter 11 of the

Bankruptcy Code, dated June 8, 2010, As Amended, filed as Bankruptcy Docket Number 1172.

3. Attached as Exhibit 2 is a true and correct copy of excerpts from the Report of Ralph R. Mabey, As Examiner, publicly filed April 8, 2010.

4. Attached as Exhibit 3 is a true and correct copy of excerpts from the Debtors' Fifth Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code, As Amended, dated June 8, 2010, filed as Bankruptcy Docket Number 1172 as an attachment to the Order Confirming Debtors' Fifth Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated June 8, 2010, As Amended.

5. Attached as Exhibit 4 is a true and correct copy of the Extended Stay Litigation Trust Agreement, filed as Bankruptcy Docket Number 1636-1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 21, 2014 in New York, New York.

/s/ David Elbaum
David Elbaum